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洛阳玻璃股份有限公司

LUOYANG GLASS COMPANY LIMITED *

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 01108)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING 2021

NOTICE IS HEREBY given that the Second Extraordinary General Meeting 2021 (the “EGM”) of Luoyang Glass Company Limited* (the “**Company**”) will be held at the conference room of the Company on 3rd Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on 12 March 2021 (Friday) for the purpose of considering and, if thought fit, passing the following resolutions:

*Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company dated 30 December 2020 in relation to (1) proposed non-public issuance of A Shares; (2) connected transaction in relation to the proposed subscription for A Shares by Triumph Group; and (3) specific mandate (the “**Announcement**”).*

Special Resolutions

1. To consider and approve the resolution in relation to the satisfaction of the criteria for the 2020 Non-public Issuance of A Shares by the Company.
2. To consider and approve the resolution in relation to the plan for the 2020 Non-public Issuance of A Shares of the Company. The main contents of the resolution are set out as below (each to be considered and approved by way of separate special resolution):
 - 2.1 Class and par value of shares to be issued;
 - 2.2 Method and time of issuance;

- 2.3 Price Determination Date, Issue Price, and pricing principles;
 - 2.4 Target subscribers and method of subscription;
 - 2.5 Number of shares to be issued;
 - 2.6 Use of proceeds;
 - 2.7 Lock-up period arrangement;
 - 2.8 Place of listing;
 - 2.9 Arrangement relating to the accumulated undistributed profits; and
 - 2.10 Validity period of the resolution in relation to the Non-public Issuance of A Shares.
- 3. To consider and approve the resolution in relation to the proposal for the 2020 Non-public Issuance of A Shares of the Company (revised).
 - 4. To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the 2020 Non-public Issuance of A Shares of the Company.
 - 5. To consider and approve the resolution in relation to the conditional subscription agreement on the Non-public Issuance of A Shares and the supplemental agreement to the conditional subscription agreement on the Non-public Issuance of A Shares entered into between Triumph Group and the Company.
 - 6. To consider and approve the resolution in relation to the connected transaction (as defined under The Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) related to the Non-public Issuance of A Shares of the Company.
 - 7. To consider and approve the resolution in relation to the dilution of current returns, remedial measures and relevant parties' undertaking with respect to the Non-public Issuance of A Shares of the Company.
 - 8. To consider and approve the resolution in relation to the proposal to the Company to consider and approve the application for the waiver in respect of the general offer obligation (as defined under The Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) over the A Shares by Triumph Group and parties acting in concert with it to be triggered as a result of the Proposed Triumph Group Subscription and the proposed Non-public Issuance of A Shares under the relevant laws and regulations in the PRC.
 - 9. To consider and approve the resolution in relation to the shareholder's return plan for the next three years (2021–2023) of the Company.

10. To consider and approve the resolution in relation to proposing to the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting of the Company to grant to the Board of the Company the specific mandate in relation to the issuance of additional A shares and authorize the Board and its authorized representative(s) to handle specific matters relating to the Non-public Issuance of A Shares.

“THAT

To authorize the Board and its authorized representative(s) to handle all matters relating to the Non-public Issuance of A Shares to the extent permitted under relevant laws and regulations, including but not limited to:

- (i) To agree to propose to the general meeting of the Company to grant to the Board the following Specific Mandate in relation to the issuance of shares under the Company's proposal of Non-public Issuance of A Shares in accordance with the relevant provisions of the Company Law of the PRC, the Listing Rules and the Articles of Association: to issue not more than 164,562,129 A Shares (inclusive) to not more than 35 (inclusive) target subscribers (including Triumph Group) in the Non-public Issuance of A Shares, representing not more than 30% of the total share capital of the Company prior to the non-public issuance, at the Issue Price not lower than 80% of the average trading price of the Company's A Shares for the 20 trading days preceding the Price Determination Date (excluding such date) and the Company's latest audited net asset value per Share attributable to the Shareholders of ordinary shares of the Company before the issuance, whichever is higher;
- (ii) To determine specific terms of the issuance and formulate and implement the detailed proposal of the Non-public Issuance of A Shares to specific target subscribers before issuance based on the actual circumstances of the Company as well as the opinions from the regulatory authorities, and subject to the requirements under laws, regulations and regulatory documents, including but not limited to determining the time of issuance, number of shares to be issued, issue period, pricing principles and Price Determination Date (subject to changes of the pricing principles and Price Determination Date arising from amendment to or newly enacted relevant laws, regulations and regulatory documents), Issue Price, method of issuance, target subscribers, use of proceeds, specific methods of subscription, proportion of subscription, method of pricing and other matters related to the proposal of the Non-public Issuance of A Shares;
- (iii) To amend the proposal (other than matters subject to re-voting at the general meeting according to the requirements of relevant laws and regulations and the Articles of Association) in compliance with the requirements of relevant laws, regulations, regulatory documents or relevant securities regulatory authorities, and make corresponding adjustments to the detailed proposal for the issuance according to the opinions from the securities regulatory authorities, including but not limited to adjustment to, postponement, suspension or termination of the plan of the Non-public Issuance of A Shares;

- (iv) To handle the tasks with respect to the investment projects to be funded by the proceeds from the Non-public Issuance of A Shares, and to sign major contracts and other relevant legal documents in the course of implementation of the investment projects to be funded by the proceeds from the Non-public Issuance of A Shares; to adjust or determine the detailed arrangements for the use of proceeds according to the actual progress and the actual capital needs of the investment projects to be funded by the proceeds from the Non-public Issuance of A Shares, to the extent considered and approved at the general meeting; to implement the investment projects to be funded by the proceeds from the Non-public Issuance of A Shares with self-raised funds before the proceeds are available, according to the actual progress and operational needs of the projects, and replace the self-raised funds with the proceeds from the Non-public Issuance of A Shares after the proceeds are available; and to make necessary adjustments to the investment projects to be funded by the proceeds according to the requirements of relevant laws, regulations and regulatory authorities and the market condition;
- (v) To handle the reporting matters in relation to the issuance, including but not limited to preparing, amending, signing, reporting, supplementing, submitting, executing and announcing the proposal of the issuance and the reporting materials in relation to the issuance and listing according to the requirements by the relevant governmental departments and regulatory institutions, to handle relevant procedures and implement the lock-up and other process in relation to the issuance and listing, and to handle information disclosure matter in relation to the issuance according to the regulatory requirements;
- (vi) To sign, amend, supplement, complete, submit and execute all agreements, contracts and documents in relation to the Non-public Issuance of A Shares (including but not limited to sponsor agreement, engagement agreements of intermediary institutions, agreements relating to the issuance proceeds, subscription agreements entered into with investors, circulars, announcements and other disclosure documents);
- (vii) To amend the relevant provisions in the Articles of Association, handle the increase of registered capital, handle the changes of the industrial and commercial registration and handle other filing matters related to the Non-public Issuance of A Shares in accordance with the result of the Non-public Issuance of A Shares;
- (viii) To handle the registration, lock-up and listing of shares issued and other relevant matters with the SSE and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon completion of the issuance;
- (ix) To deal with other matters in relation to the Non-public Issuance of A Shares subject to laws, regulations, relevant regulatory documents and the Articles of Association;

- (x) To authorize the chairman of the Company and other persons authorized by him/her to specifically handle relevant matters and sign relevant documents within the scope of the above authorization, and to propose a resolution at the general meeting of the Company for approval for delegation of the above authorization by the Board to the chairman of the Company, on condition that the Board has obtained the above authorization, unless otherwise provided by relevant laws and regulations, and such authorization shall be effective from the date of the consideration and approval of the same at the general meeting of the Company;
- (xi) Items (vii) and (viii) of the above authorizations shall be effective from the date of approval at the general meeting of the Company to the date on which the subsisting period of the relevant matters expires, and other authorizations shall be effective within 12 months since the date of the consideration and approval at the general meeting of the Company.”

Ordinary Resolutions

1. To consider and approve the resolution in relation to the report on utilisation of the previously raised proceeds.
2. To consider and approve the resolution in relation to the provision of guarantees to the subsidiaries of the Company in 2021.

(For details of the above special resolutions and the ordinary resolution no. 1, please refer to the Announcement, the relevant overseas regulatory announcements dated 30 December 2020 and the supplemental announcement and relevant overseas regulatory announcements dated 20 January 2021; for details of the above ordinary resolution no. 2, please refer to the relevant announcement dated 20 January 2021.)

By order of the Board
Luoyang Glass Company Limited*
Zhang Chong
Chairman

Luoyang, the PRC
22 February 2021

As at the date of this notice, the Board of the Company comprises five executive Directors: Mr. Zhang Chong, Mr. Xie Jun, Mr. Ma Yan, Mr. Wang Guoqiang and Mr. Zhang Rong; two non-executive Directors: Mr. Ren Hongcan and Mr. Chen Yong; and four independent non-executive Directors: Mr. Jin Zhanping, Mr. Ye Shuhua, Mr. He Baofeng and Ms. Zhang Yajuan.

* For identification purposes only

Notes:

1. Holders of the Company's H Shares, whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of trading at 4:30 p.m. on 8 March 2021, are entitled to attend and vote at the EGM. The register of members of the Company's H Shares will be closed from 9 March 2021 to 12 March 2021 (both days inclusive), during which period no transfer of H Shares will be effected in order to determine the list of holders of H Shares eligible to attend the EGM. Holders of H Shares of the Company who wish to attend the EGM must lodge all share transfer forms accompanied by the relevant H share certificates with the registrar of the Company's H Shares, namely Hong Kong Registrars Limited at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 8 March 2021.
2. Any Shareholder entitled to attend and vote at the EGM may appoint a proxy or proxies (who need not be a Shareholder of the Company) to attend and vote at the EGM on his/her behalf. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
3. The principal Shareholder may appoint a proxy in written form (i.e. through the enclosed proxy form). The proxy form shall be signed by the principal or his attorney as authorised. In case that the proxy form is signed by the attorney of the principal, the power of attorney or other authorisation documents must be notarised by the notary public. The proxy form together with such power of attorney or other authorisation documents as notarised by the notary public must be lodged at the Company's share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company at No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.
4. Shareholders or their proxies shall produce their proofs of identity when attending the EGM. A proxy of Shareholder who is appointed to attend the EGM shall produce the proxy form at the same time.
5. The EGM is expected to last for no more than one day. Shareholders and their proxies attending the EGM should be responsible for their own traveling and accommodation expenses.
6. The Company's registered address is as follows:

No. 9 Tang Gong Zhong Lu, Xigong District
Luoyang Municipal, Henan Province
the People's Republic of China
Postal Code: 471009
Tel: 86–379–6390 8588
Fax: 86–379–6325 1984
7. Completion and return of the proxy form will not preclude Shareholders of the Company from subsequently attending and voting in person at the EGM or any adjourned meetings should you so wish.